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November 15, 2013

VIA HAND DELIVERY

The Honorable Denise L. Cote  
United States District Judge  
United States District Court for the Southern District of New York  
500 Pearl Street, Room 1610  
New York, New York 10007-1312

Re: Request to File Documents Under Seal in *In re Electronic Books Antitrust Litig.*, 11-MD-2293 (DLC); *State of Texas, et al. v. Penguin Group (USA) Inc., et al.*, 12-CV-3394 (DLC)

Dear Judge Cote:

Pursuant to paragraph 20 of the parties' Stipulated Protective Order dated May 9, 2012, and Your Honor's Individual Practices in Civil Cases, Apple Inc. respectfully submits the following filings for filing under seal in the above-captioned matters:

- Declaration of Joseph P. Kalt and accompanying exhibit, filed in Support of Defendant Apple Inc.'s Memorandum of Law in Opposition to Plaintiffs' Motion for Class Certification (Case No. 11-md-2293);
- Declaration of Jonathan Orszag, filed in Support of Defendant Apple Inc.'s Memorandum of Law in Opposition to Plaintiffs' Motion for Class Certification (Case No. 11-md-2293), and filed in Opposition to Plaintiff States' Statement of Damages (Case No. 12-cv-3394, ECF No. 319); and
- Declaration of Christine Demana and accompanying exhibits, filed in Support of Defendant Apple Inc.'s Memorandum of Law in Opposition to Plaintiffs' Motion for Class Certification (Case No. 11-md-2293) and Defendant Apple Inc.'s Memorandum of Law in Support of its Motion to Exclude Opinions Offered by Dr. Roger Noll in Support of Plaintiffs' Motion for Class Certification (Case No. 11-md-2293).

Apple Inc. seeks to file these documents under seal to the extent they contain material designated by the parties or third parties as Confidential or Highly Confidential pursuant to the May 9, 2012 Protective Order and November 30, 2012 Supplemental Protective Order in

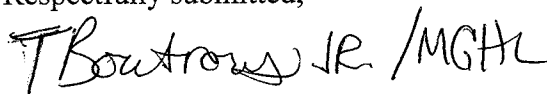
## GIBSON DUNN

The Honorable Denise L. Cote  
November 15, 2013  
Page 2

the above-captioned matters, and to the extent they contain personal information of named class representatives.

In accordance with Rule 4A of Your Honor's Individual Practices, we have enclosed with this letter: (1) one full copy of each of the filings in unredacted form, (2) one full copy of each of the filings with Apple's proposed redactions of Confidential and Highly Confidential material and personal information highlighted, and (3) one loose-leaf set of only those pages from each filing upon which Apple seeks redactions.

Respectfully submitted,

Handwritten signature of Theodore J. Boutrous Jr. in cursive, followed by the initials "MGH" in a more formal, slightly stylized script.

Theodore J. Boutrous Jr.

Encl.

cc: Counsel of Record